

FEDERAL RESERVE SYSTEM

The Chase Manhattan Bank
New York, New York

Order Approving the Merger of Banks

The Chase Manhattan Bank, (“Chase-NY ”), a state member bank, has applied under section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. § 1828(c)) (“Bank Merger Act”) to acquire Chase Bank of Texas, National Association, Houston, Texas (“Chase-TX”), through merger and to retain and operate branches at the current locations of the Chase-TX branches.¹

Notice of the application, affording interested persons an opportunity to submit comments, has been given in accordance with the Bank Merger Act and the Board’s Rules of Procedure (12 C.F.R. 262.3(b)). As required by the Bank Merger Act, reports on the competitive effects of the merger were requested from the United States Attorney General and the other federal banking agencies. The time for filing comments has expired, and the Board has considered the application and all the facts of record in light of the factors set forth in the Bank Merger Act.

Chase-NY and Chase-TX are wholly owned subsidiaries of The Chase Manhattan Corporation, New York, New York, (“Chase”). Chase is the third largest commercial banking organization in the United States, with \$391.5 billion in total assets.² Chase-NY is the largest depository institution in New York, controlling deposits of \$97.7 billion, representing 23.3 percent of the total deposits in depository institutions in the state. Chase-TX is the second largest depository institutions in Texas, controlling deposits of

¹ These branches are listed in the Appendix.

² Asset data are as of March 31, 2000.

\$18.5 billion, representing 8.9 percent of the total deposits in depository institutions in the state.³ This proposal represents a reorganization of Chase's existing banking operations.

Interstate Analysis

Section 102 of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 ("Riegle-Neal Act") authorizes a bank to merge with another bank under certain conditions unless, before June 1, 1997, the home state of one of the banks involved in the transaction adopted a law expressly prohibiting merger transactions involving out-of-state banks.⁴ The Riegle-Neal Act also authorizes the acquiring bank to retain and operate, as a main office or branch, any bank offices of the acquired bank.⁵

New York and Texas have enacted legislation allowing interstate mergers between banks located in their states and out-of-state banks pursuant to the provisions of the Riegle-Neal Act. Chase-NY has notified the appropriate state banking agencies regarding its proposal to consolidate its banking operations and has provided a copy of its Bank Merger Act application to all the relevant state agencies. In light of the foregoing, it appears that the proposal complies with the requirements of the Riegle-Neal Act.⁶

³ In this context, depository institutions include commercial banks, savings banks, and savings associations. All banking data are as of June 30, 1999.

⁴ 12 U.S.C. § 1831u.

⁵ 12 U.S.C. § 1831u(d)(1).

⁶ See 12 U.S.C. § 1831u. Chase-NY is adequately capitalized and adequately managed, as defined in the Riegle-Neal Act. The New York and Texas Departments of Banking have indicated that this transaction would comply with applicable New York and Texas law. See NY Banking Law, Art. 5-C, § 225; Tex. Fin. Code Ann §§ 202.001, 203.003. Chase-TX has been in existence and operation for the minimum amount of time required by Texas law. See Tex. Fin. Code Ann. §

Other Factors

The Bank Merger Act requires the Board to consider the financial and managerial resources and future prospects of the institutions involved, and the convenience and needs of the communities to be served. The Board has reviewed these factors in light of the facts of record, including supervisory reports of examination assessing the financial and managerial resources of Chase-NY and Chase-TX, and information provided by the banks. Based on all the facts of record, the Board concludes that the financial and managerial resources and future prospects of Chase-NY and Chase-TX are consistent with approval of the proposal.

The Board has also considered likely effects of the proposal on competition. As noted above, the proposal represents the reorganization of two banks that have been affiliates for a number of years. Based on all the facts of record, the Board concludes that consummation of the proposal would not have a significantly adverse effect on competition or on the concentration of banking resources in any relevant banking market and that competitive considerations are consistent with approval.

In reviewing the convenience and needs factors, the Board has carefully considered the effect of the proposal on the convenience and needs of the communities to be served in light of all the facts of record, including the records of performance of the depository institutions of Chase under the Community Reinvestment Act (“CRA”). The Board also has carefully reviewed the lending records of Chase-NY and Chase-TX, the policies and programs designed to ensure compliance with the fair lending laws, recent data provided by Chase’s depository

203.005. On consummation of the proposal, Chase-NY would control less than 10 percent of the total amount of deposits in insured institutions in the United States. All other requirements of the section 102 of the Riegle-Neal Act would also be met on consummation of the proposal.

institutions in regulatory reports, and confidential supervisory information on the lending activities and policies governing those activities. In addition, the Board has considered public and confidential supervisory information provided by other appropriate agencies on the lending and CRA activities of Chase-TX and Chase-NY. Based on this review and all the facts of record, the Board concludes that considerations relating to the convenience and needs factors are consistent with approval of the proposal.

Based on the foregoing and all the facts of record, the Board has determined that the application should be, and hereby is, approved. Approval of the application is specifically conditioned on compliance by the banks with all the commitments made in connection with this proposal and with the conditions stated or referred to in this order. For purposes of this action, the commitments and conditions relied on in reaching this decision are conditions imposed in writing by the Board and, as such, may be enforced in proceedings under applicable law.

The merger may not be consummated before the fifteenth calendar day after the effective date of this order, or later than three months after the effective date of this order, unless such period is extended for good cause by the Board or by the Federal Reserve Bank of New York, acting pursuant to delegated authority.

By order of the Board of Governors,⁷ effective June 14, 2000.

(signed)

Robert deV. Frierson
Associate Secretary of the Board

⁷ Voting for this action: Chairman Greenspan, Vice Chairman Ferguson, and Governors Kelley, Meyer, and Gramlich.

APPENDIX

Branch offices of Chase Bank of Texas, National Association to be acquired by
Chase Manhattan Bank

906 W. McDermott Drive, Allen, TX
4828 S. Cooper Street, Arlington, TX
700 W. Arkansas Lane, Arlington, TX
500 E. Border Street, Arlington, TX
1000 E. 41st Street, Austin, TX
2711 W. Anderson Lane, Austin, TX
7805 Clock Tower Drive, Austin, TX
7301 N. FM 620, Austin, TX
13776 N. Highway 183, Austin, TX
700 Lavaca Street, Austin, TX
12222 Research Boulevard, Austin, TX
6600 So Mo-Pac Expressway, Austin, TX
2224 Walsh Tarlton Lane, Austin, TX
6330 West Loop South, Bellaire, TX
12400 W. Highway 71, Bee Cave, TX
2300 Boca Chica Boulevard, Brownsville, TX
1475 Ruben M. Jones Boulevard, Brownsville, TX
1801 East Hebron Parkway, Carrollton, TX
190 E. Whitestone (Highway 1431), Cedar Park, TX
5000 Colleyville Boulevard, Colleyville, TX
1320 W. Davis, Conroe, TX
1103 I-45 North, Conroe, TX
9409 Garland Road, Dallas, TX
6251 Greenville Avenue, Dallas, TX
2325 Gus Thomasson Road, Dallas, TX
6517 Hillcrest Avenue, Dallas, TX
4435 S. Lancaster Road, Dallas, TX
12750 Merit Drive, Dallas, TX
10715 Preston Road, Dallas, TX
13101 Preston Road, Dallas, TX
5050 Quorum Drive, Dallas, TX
2200 Ross Avenue, Dallas, TX
2777 N. Stemmons Freeway, Dallas, TX
2945 Walnut Hill Lane, Dallas, TX
2223 S. Zang Boulevard, Dallas, TX

5760 Alameda Avenue, El Paso, TX
9601 Gateway Boulevard West, El Paso, TX
1533 N. Lee Trevino Drive, El Paso, TX
201 E. Main Street, El Paso, TX
7596 N. Mesa, El Paso, TX
2829 N. Montana Avenue, El Paso, TX
11391 Montwood Drive, El Paso, TX
135 Shadow Mountain Drive, El Paso, TX
5209 Wren Avenue, El Paso, TX
12875 Josey Lane, Farmers Branch, TX
2501 Flower Mound Rd. East (Fm 3040), Flower Mound, TX
3217 E. California Parkway, Fort Worth, TX
4809 Camp Bowie Boulevard, Fort Worth, TX
201 Main Street, Chase Tower, Fort Worth, TX
611 S. Friendswood Drive, Friendswood, TX
4996 Preston Road, Frisco, TX
3200 Broadway, Garland, TX
3445 W. Buckingham Road, Garland, TX
700 East Main Street, Grand Prairie, TX
1514 W. Tyler, Huntington, TX
9309 Katy Freeway, Hedwig Village, TX
545 W. 19th Street, Houston, TX
5207 Airline Drive, Houston, TX
5445 Almeda, Houston, TX
2475 Bay Area Boulevard, Houston, TX
9709 Bellaire Boulevard, Houston, TX
7545 Bellfort Street, Houston, TX
6671 W. Bellfort Avenue, Houston, TX
11222 S. Belt Drive, Houston, TX
9525 Bissonnet Street, Houston, TX
1200 Clear Lake City Boulevard, Houston, TX
500 Dallas Street, Houston, TX
1001 Fannin Street, Houston, TX
6560 Fannin Street, Houston, TX
7505 Fannin Street, Houston, TX
616 W. FM 1960 Road West, Houston, TX
4205 FM 1960 Road West, Houston, TX
6910 W. FM. 1960 Road West, Houston, TX
13103 W. FM 1960 Road West, Houston, TX
9130 N. Freeway Drive, Houston, TX

3203 S.W. Freeway, Houston, TX
11550 Fuqua Street, Houston, TX
4600 Highway 6 North, Houston, TX
3201 Kirby Drive, Houston, TX
6510 W. Little York Road, Houston, TX
1605 Lockwood Drive, Houston, TX
8799 N. Loop East, Houston, TX
711 Louisiana, Houston, TX
712 Main Street, Houston, TX
12401 S. Post Oak Road, Houston, TX
5177 Richmond Avenue, Houston, TX
4265 San Felipe Street, Houston, TX
5847 San Felipe Road, Houston, TX
6200 State Highway 6 South, Houston, TX
600 Travis Street, Houston, TX
2900 Wesleyan Street, Houston, TX
10218 Westheimer Road, Houston, TX
10411 Westheimer Road, Houston, TX
580 Westlake Park Boulevard, Houston, TX
11806 Wilcrest Boulevard, Houston, TX
2900 Woodridge Street, Houston, TX
19747 U.S. Highway 59 North, Humble, TX
160 W. 1st Street, Humble, TX
860 Airport Freeway, Hurst, TX
111 E. Irving Boulevard, Irving, TX
545 E. John Carpenter Freeway, Irving, TX
7825 N. MacArthur Boulevard, Irving, TX
400 Mason Road South, Katy, TX
1075 Kingwood Drive, Kingwood, TX
2611 W. Lake Houston Parkway, Kingwood, TX
925 W. Main Street, Lewisville, TX
200 S. 10th Street, McAllen, TX
5601 N. 10th Street, McAllen, TX
4990 El Dorado Parkway, McKinney, TX
1030 Andrews Highway, Midland, TX
153 Lands Avenue, New Braunfels, TX
111 W. San Antonio Street, New Braunfels, TX
620 N. Grant Street, Odessa, TX
3933 Fairmont Parkway, Pasadena, TX
4004 Legacy Drive, Plano, TX

5976 W. Parker Road, Plano, TX
1517 Preston Road, Plano, TX
100 N. Central Expressway, Richardson, TX
920 NIH 35, Round Rock, TX
16900 RR 620, Round Rock, TX
7959 Fredricksburg Road, San Antonio, TX
512 E. Highland Boulevard, San Antonio, TX
1020 N.E. Loop 410, San Antonio, TX
1700 E. Southlake Boulevard, Southlake, TX
25025 Interstate 45 North, Spring, TX
2430 State Highway 6, Sugar Land, TX
8201 Kuykandahl, The Woodlands, TX
4755 W. Panther Creek Drive, The Woodlands, TX